

CERTIFICATE OF TRUST AGREEMENT

THIS Certificate of a Trust Agreement which conveys or entrusts an interest in real property is lodged for record with the Clerk of the Chancery Court of DeSoto County, Mississippi, in lieu of the entire Trust Agreement, in accordance with the provisions of Section 91-9-7 of the Mississippi Code of 1972 Annotated.

The name of the trust is Dilmohan S. Gill and Baljinder K. Gill Family Living Trust dated July 10, 1997.

The Trust Agreement is dated July 10, 1997, executed by Dilmohan S. Gill and Baljinder K. Gill.

The street and mailing address of the office, and the names and street and mailing address of the trustees are Dilmohan S. Gill and Baljinder K. Gill, 11021 Buena Vista Boulevard, Bakersfield, CA 93307.

The names and street and mailing address of the grantors are Dilmohan S. Gill and Baljinder K. Gill, 11021 Buena Vista Boulevard, Bakersfield, CA 93307.

A legally sufficient description of all interests in real property owned by or conveyed to the trust is all right, title and interest of grantors in and to the following described land and property lying and being situated in DeSoto County, State of Mississippi, particularly described as follows, to-wit:


Description is set out in the Rider attached hereto.

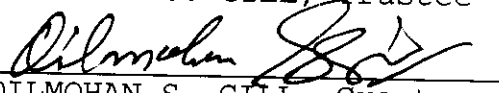
Dulaneys (new)

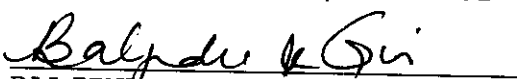
The anticipated date of termination of the trust is: upon death of beneficiary unless sooner terminated by complete distribution of principal and income.

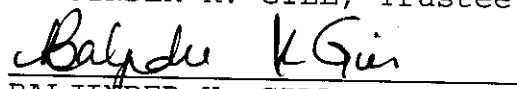
The general powers granted to the trustees are those shown on Exhibit A attached hereto and incorporated herein by reference.

EXECUTED by the trustees and the grantors of the trust on this 30th day of March, 2007.


DILMOHAN S. GILL, Trustee

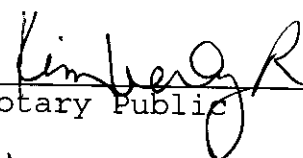

DILMOHAN S. GILL, Grantor


BALJINDER K. GILL, Trustee

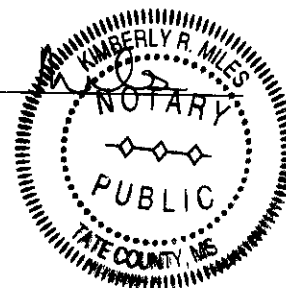

BALJINDER K. GILL, Grantor

STATE OF MISSISSIPPI
COUNTY OF TUNICA

PERSONALLY appeared before me, the undersigned authority in and for the said County and State, on this the 30 day of March, 2007, within my jurisdiction, the within named DILMOHAN S. GILL, Trustee, who acknowledged that he signed and delivered the foregoing instrument of writing on the day and year and in the capacity therein stated.


Notary Public

My Commission Expires: 6-30-2010



STATE OF MISSISSIPPI
COUNTY OF TUNICA

PERSONALLY appeared before me, the undersigned authority in and for the said County and State, on this the 30 day of March, 2007, within my jurisdiction, the within named DILMOHAN S. GILL,

Grantor, who acknowledged that he executed the above and foregoing instrument.

Kimberly R. Miles
Notary Public

My Commission Expires: 6-30-2010

STATE OF MISSISSIPPI
COUNTY OF TUNICA

PERSONALLY appeared before me, the undersigned authority in and for the said County and State, on this the 30 day of March, 2007, within my jurisdiction, the within named BALJINDER K. GILL, Trustee, who acknowledged that she signed and delivered the foregoing instrument of writing on the day and year and in the capacity therein stated.

Kimberly R. Miles
Notary Public

My Commission Expires: 6-30-2010

STATE OF MISSISSIPPI
COUNTY OF TUNICA

PERSONALLY appeared before me, the undersigned authority in and for the said County and State, on this the 30 day of March, 2007, within my jurisdiction, the within named BALJINDER K. GILL, Grantor, who acknowledged that she executed the above and foregoing instrument.

Kimberly R. Miles
Notary Public

My Commission Expires: 6-30-2010

Prepared by: Tucker, Selden, & Tucker, PLLC
P.O. Box 68
Tunica, MS 38676
Telephone - (662) 363-3622

EXHIBIT A

A 0.91, more or less, acre tract of land being located in the Southeast Quarter (SE $\frac{1}{4}$) of the Southeast Quarter (SE $\frac{1}{4}$) of Section Twenty-Eight (28), Township One (1) South, Range Seven (7) West of the Chickasaw Meridian, City of Southaven, DeSoto County, Mississippi, and being more particularly described as follows:

Commencing at the southeast corner of Section Twenty-Eight (28), Township One (1) South, Range Seven (7) West of the Chickasaw Meridian; thence North 21 degrees 58 minutes, 40 seconds West, a distance of 193.10 feet to a right of way monument in the north right of way line of Goodman Road (right of way varies) and the West right of way line of Getwell Road (155 foot right of way), said point being the true point of beginning of the herein described tract of land; thence, along the north right of way line of Goodman Road, South 65 degrees, 09 minutes, 54 seconds West, a distance of 224.45 feet to a $\frac{1}{2}$ inch metal pipe (set); thence, continuing along said right of way line, north 87 degrees, 04 minutes, 33 seconds west, a distance of 39.18 feet to a $\frac{1}{2}$ inch metal pipe (set); thence, departing said right of way line, north 00 degrees, 01 minutes, 23 seconds east, a distance of 201.03 feet to a $\frac{1}{2}$ inch metal pipe (set); thence South 89 degrees 59 minutes, 17 seconds east, a distance of 242.29 feet to a $\frac{3}{8}$ inch rebar (found) in the west right of way line of Getwell Road (155 foot right of way); thence, along said right of way line, south 00 degrees 14 minutes, 09 seconds east, a distance of 108.70 feet to the point of beginning. Containing 0.91, more or less, acres and being subject to all codes, covenants, easements, revisions, restrictions, regulations and rights of way of record.

Together with all tenements, hereditaments and appurtenances thereunto belonging or in anywise thereunto appertaining.

necessary for the proper education, health, support and maintenance of said beneficiary. Upon said beneficiary attaining thirty (30) years, the Trustee shall hand to that beneficiary their share, both principal and income.

ARTICLE 5.

POWERS OF TRUSTEE

A. GENERAL POWERS OF TRUSTEE. The Trustee shall have all of the powers listed in Sections 16220-16249 of the Probate Code of the State of California and in addition thereto, the powers listed in this Article 5, and shall exercise same without court authorization, and except as otherwise provided herein, do such acts, to take such proceedings and exercise all such rights and privileges in the management and administration of the assets of the trust estate which an absolute owner of the same property would have.

B. INVESTMENT POWERS. The Trustee has the power to invest and reinvest principal and income, to purchase or acquire therewith every kind of property, real, personal or mixed, and every kind of investment, specifically including, but not by way of limitation, shares in one or more mutual funds, in any Common Trust Funds administered by the Trustee, corporate obligations of every kind, and stock, preferred or common, which men of prudence, discretion and intelligence acquire for their own account.

C. In addition to the above with respect to any and all property which at any time may be held by the Trustee, the Trustee shall have the following powers:

Retain Investments of Trustors

Section 5.01. The Trustee is authorized to retain in trust any property whether or not such property is of the character permitted by law for investment of trust funds. After the death of one Trustor, the Trustee may retain any such property in trust provided, however, that the surviving Trustor may direct the Trustee to convert non-income producing property into income-producing property.

Management of Trust Property

Section 5.02. The Trustee shall have power to:

- (a) Purchase, sell, convey, exchange, convert, improve, repair, partition, divide, allot, subdivide, create restrictions, easements, or other servitudes thereon, manage, operate, and control real estate;
- (b) Lease for terms within or beyond the term of any trust provided in this Declaration and for any purpose, including exploration for and removal of gas, oil, and other minerals; and enter into any covenants and agreements relating to the property so leased or any improvements which may then or thereafter be erected on such property;
- (c) Encumber or hypothecate for any trust purpose by mortgage, deed of trust, pledge, or otherwise;
- (d) Purchase and carry insurance of any nature;
- (e) Commence or defend litigation and employ legal counsel;
- (f) To buy, sell and trade in securities of any nature, including short sales, on margin, and for such purposes may

maintain and operate margin accounts with brokers, and may pledge any securities held or purchased by the Trustee with such brokers as security for loans and advances made to the Trustee;

(g) The Trustee is authorized to employ investment advisors and to confer on such investment advisors full discretionary authority to manage, buy and sell and to otherwise provide advisory and management services with respect to all or any part of the securities of the fund pursuant to such guidelines as the Trustee may establish with such investment advisors;

(h) Exercise any subscription, conversion, or other rights given to the holders of any stocks, bonds, securities, or other instruments held in trust;

(i) Participate in any plans or proceedings for the foreclosure, reorganization, consolidation, merger, or liquidation of any corporation or organization that has issued securities held by the Trustee and to deposit securities with and transfer title to any protective or other committee established to further or defeat any such plan or proceedings;

(j) Enforce any mortgage or deed of trust and bid and purchase any property subject to such security instrument;

(k) Compromise and adjust any claims in favor of or against the trust; and

(l) Subject to any limitations expressly set forth in this Declaration and faithful performance of the Trustee's fiduciary obligations, to do all such acts, take all such proceedings, and

exercise all such rights and privileges as could be done, taken, or exercised by an absolute owner of the trust property.

Power to Borrow Money

Section 5.03. The Trustee shall have the power to borrow money for any necessary trust purpose and the power to borrow money on behalf of one trust from any other trust provided for in this Declaration and to obligate the trusts to repay such borrowed money.

Power to Loan Money to Trusts

Section 5.04. The Trustee is authorized to loan Trustee's own funds to charge for such loan or advance an appropriate rate of interest. Any such loan or advance, together with the interest shall be a first lien against the trust estate.

Allocation of Principal and Income

Section 5.05. The Trustee shall allocate all receipts and expenditures to the income or principal of each trust in the manner provided by the Revised Uniform Principal and Income Act.

Power to Apply for Government Assistance

Section 5.06. The trustee shall have the power to deal with governmental agencies and to make applications for, receive and administer any of the following benefits, if applicable; Medi-Cal, Social Security, Medicare, Medicaid, Supplemental Security Income, In-Home Support Services, and any other government resources and community support services available to the elderly, i.e. California Department of Aging, Federal Older Americans Act,

Nursing Home Ombudsman, "Senior Day Care" programs and senior centers.

Power to Obtain Benefits

Section 5.07. The trustee shall have the power to explore and implement Medi-Cal planning strategies and options and to plan and accomplish asset preservation in the event a Trustor needs long-term health and nursing care. Such planning shall include, but is not necessarily limited to, the power and authority to: (1) make home improvements and additions to the Trustors' family residence; (2) pay off partly or in full the encumbrance, if any, on the Trustors' family residence; (3) purchase a family residence, if the Trustors do not own one; (4) purchase a more expensive family residence; (5) transfer the family residence to the Trustor-spouse who does not need long-term medical, held, or nursing care; (6) direct that income payments be made to the well spouse only under the "name on the instrument rule"; (7) make gifts of assets for estate planning purposes; (8) establish and fund irrevocable trusts for asset preservation purposes.

Trustee Compensation

Section 5.08. The Successor Trustee shall be entitled to reasonable compensation for services, expenses and professional assistance in administering the trust, except that no beneficiary who acts as trustee shall receive compensation for services.

Manner of Holding Property

Section 5.09. The Trustee may hold securities or other property or may receive income in Trustee's name as Trustee under

this Declaration, in Trustee's own name without a designation showing it to be Trustee under this Declaration, in the name of Trustee's nominee, or the Trustee may hold such securities unregistered in such condition that ownership will pass by delivery.

ARTICLE 6.

ADMINISTRATIVE PROVISIONS

Accrued Income on Termination of Beneficial Interest

Section 6.01. Should any beneficiary die during distribution, any portion then undistributed shall be administered by the Trustee in the same manner as if said beneficiary had predeceased Trustors.

Periodic Accountings

Section 6.02. Any successor trustee shall periodically, at least annually, deliver to each beneficiary an accounting of the Trustee's administration. Written approval of any such accounting by the beneficiaries shall constitute an absolute release of the Trustee and shall be binding on the administrators, executors, successors, and assigns of such beneficiary.

Spendthrift Provision

Section 6.03. No beneficiary shall have any right to alienate, encumber, or transfer his or her interest in the trust nor shall such interest be subject to claims of creditors or liable to attachment, execution, or other process of law.

Division or Distribution in Kind or in Cash

Section 6.04. On any division of assets the Trustee may divide and distribute such assets in cash, in kind, or partly in